

THE UNITED STATES **CORPORATION**

ACCOUNT NO.: 072100000032

REFERENCE: 631846

AUTHORIZATION :

COST LIMIT: \$ 70.00

ORDER DATE: December 11, 1997

ORDER TIME: 11:48 AM

ORDER NO. : 631846-005

CUSTOMER NO:

103320A

CUSTOMER: Ms. Pam Hawes

COHEN ENGEL & CO., INC.

The Pavilion, Suite 615

Jenkintown, PA 19046

DOMESTIC FILING

NAME:

PANTERA INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

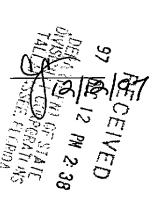
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

PANTERA INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PANTERA INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 6278 North Federal Highway, Suite 458, Fort Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6278 North Federal Highway, Suite 458, Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of the corporation at that address is Owen Koff.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Owen Koff President 6278 North Federal Highway, Suite 458 Fort Lauderdale, Florida 33308

David McDermott

Same

Executive Vice President

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on December 12, 1997.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozan

DWL .

Re: Pantera International, Inc.

The street address of the initial registered office of the corporation in the State of Florida is

6278 N. Federal Highway Suite 458 Ft. Lauderdale, Fl 33308

The name of the initial registered agent of the corporation at the said registered office is

Owen Koff

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501 (3) of the Florida Business Corporation Act, is set forth following the signature of the incorporate and is made a part of these Articles of Incorporation.

12-11-97 Signature - Initial Registered Agent Date

Incorporate